

DECLARATION, POWER OF ATTORNEY, AND PETITION

We,

- (1) Name: Donald M. Gray, III
Address: 926 Sanchez Street
San Francisco, CA 94114
Citizenship: United States of America
- (2) Name: John Allen Tardif
Address: 1507 Pam Lane
San Jose, California 95120
Citizenship: United States of America

declare: that our citizenship, residence addresses, and post office addresses are as set forth above; that we verily believe we are the original, first, and joint inventors of the subject matter of the invention or discovery entitled "COMPOSITING IMAGES FROM MULTIPLE SOURCES," for which a patent is sought and which is described and claimed in the specification attached hereto; and that we acknowledge the duty to disclose information which is material to the examination of this application in accordance with Section 1.56(a) of Title 37 of the Code of Federal Regulations.

We declare further that all statements made herein of our own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful, false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code, and that such willful, false statements may jeopardize the validity of the application or any patent issuing thereon.

We hereby appoint as our attorneys and/or patent agents all listed under Customer No. 022913; and DANIEL D. CROUSE, Registration No. 32,022; and KATIE SAKO, Registration

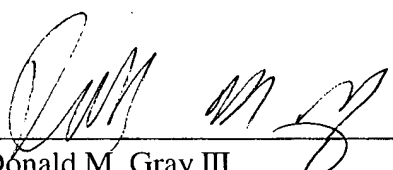
No. 32,628, of MICROSOFT CORPORATION, One Microsoft Way, Redmond, Washington 98052,
with full power to prosecute this application and to transact all business in the Patent and Trademark
Office connected therewith. All correspondence and telephonic communications should be directed
to:

RICK D. NYDEGGER
WORKMAN, NYDEGGER & SEELEY
1000 Eagle Gate Tower
60 East South Temple
Salt Lake City, Utah 84111

Wherefore, we pray that Letters Patent be granted to us for the invention or discovery
described and claimed in the foregoing specification and claims, declaration, power of attorney, and
this petition.

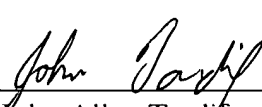
Signed at Mountain View, California, this 27 day of October, 2000.

Inventor: _____


Donald M. Gray III
926 Sanchez Street
San Francisco, California 94114

Signed at Mountain View, California, this 27th day of October, 2000.

Inventor: _____


John Allen Tardif
1507 Pam Lane
San Jose, California 95120